

RECORDATION NO. 29771-B FILED

SEP 30 '11 -3 05 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

September 30, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement Supplement No. 2, dated as of September 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 29771.

The names and addresses of the parties to the enclosed document are:

Grantor	Flagship Rail Services, LLC 300 South Riverside Plaza, Suite 1925 Chicago, IL 60606
Collateral Agent	Wells Fargo Capital Finance, LLC 14241 N Dallas Pkwy Suite 1300 Dallas, TX 75254

Ms Cynthia T Brown  
September 30, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is

348 railcars: TILX 33680 – TILX 33729, TILX 135986 – TILX 136169,  
TILX 328226 – 328250 and within the following series TILX 5551 – TILX 5669,  
TILX 170086 – TILX 170249 and TILX 190053 – TILX 190081 as more  
particularly set forth in the attachment to the document

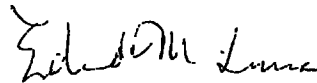
A short summary of the document to appear in the index is

Memorandum of Security Agreement Supplement No 2

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

A handwritten signature in dark ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" being the most prominent part.

Edward M Luria

EML/sem  
Enclosures

SEP 12 2011 3 05 PM

**MEMORANDUM OF SECURITY AGREEMENT  
SUPPLEMENT NO. 2****SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 2 ("Memorandum") dated as of September 30, 2011 is between FLAGSHIP RAIL SERVICES, LLC, a Delaware limited liability company (the "Grantor") and WELLS FARGO CAPITAL FINANCE, LLC, in its capacity as Collateral Agent for the Protected Parties (in such capacity, together with its successors and assigns, the "Collateral Agent"). The parties to this Memorandum, among others, have entered into that certain Security Agreement, dated as of May 11, 2011 (the "Security Agreement") and Security Agreement Supplement No. 1, dated the date hereof, by which the Grantor has agreed to grant to the Collateral Agent, for the benefit of the Protected Parties, a continuing security interest in and to the "Collateral" to secure the "Secured Obligations" (all capitalized terms in quotes herein and not underlined are as defined in the Security Agreement).

A Memorandum of said Security Agreement was recorded with the Surface Transportation Board on May 11, 2011 at 12:40 p.m., under Recordation No. 29771, and with the Registrar General of Canada on May 11, 2011 at 1:03 p.m.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Grantor and Collateral Agent hereby affirm and acknowledge that Grantor has agreed to grant the Collateral Agent, on behalf of itself and the Protected Parties, a first priority security interest in all "Railcar Collateral" of Grantor, including the "Additional Railcars" listed in Schedule A hereto, and all "Pledged Leases", including the "Additional Leases" listed in Schedule B hereto, and all "Proceeds" therefrom.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on all parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FLAGSHIP RAIL SERVICES, LLC,  
as Grantor

By: [Signature]  
Name: Eugene T. Henneberry  
Title: CEO

State of Illinois )  
County of Cook )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 21<sup>st</sup> day of September, 2011, by Eugene T. Henneberry, as CEO of FLAGSHIP RAIL SERVICES, LLC.

[Signature]  
Notary Public

My commission expires: 10/26/11



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO CAPITAL  
FINANCE, LLC, as Collateral Agent

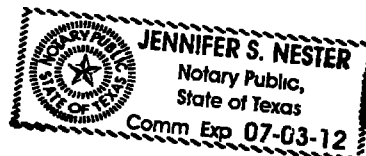
By: [Signature]  
Name: JASON FARR  
Title: AVP

State of Texas )  
County of Dallas )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 27th day of September, 2011, by JASON FARR, as AVP of WELLS FARGO CAPITAL FINANCE, LLC.

[Signature]  
Notary Public

My commission expires: 7/3/12



**SCHEDULE A  
TO THE  
MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1**

**ADDITIONAL RAILCARS**

	<u><b>Leases</b></u>	<u><b>Railcars</b></u>
1	Frac-Tech Services, LLC, Rider 9	TILX 328226
2	Frac-Tech Services, LLC, Rider 9	TILX 328227
3	Frac-Tech Services, LLC, Rider 9	TILX 328228
4	Frac-Tech Services, LLC, Rider 9	TILX 328229
5	Frac-Tech Services, LLC, Rider 9	TILX 328230
6	Frac-Tech Services, LLC, Rider 9	TILX 328231
7	Frac-Tech Services, LLC, Rider 9	TILX 328232
8	Frac-Tech Services, LLC, Rider 9	TILX 328233
9	Frac-Tech Services, LLC, Rider 9	TILX 328234
10	Frac-Tech Services, LLC, Rider 9	TILX 328235
11	Frac-Tech Services, LLC, Rider 9	TILX 328236
12	Frac-Tech Services, LLC, Rider 9	TILX 328237
13	Frac-Tech Services, LLC, Rider 9	TILX 328238
14	Frac-Tech Services, LLC, Rider 9	TILX 328239
15	Frac-Tech Services, LLC, Rider 9	TILX 328240
16	Frac-Tech Services, LLC, Rider 9	TILX 328241
17	Frac-Tech Services, LLC, Rider 9	TILX 328242
18	Frac-Tech Services, LLC, Rider 9	TILX 328243
19	Frac-Tech Services, LLC, Rider 9	TILX 328244
20	Frac-Tech Services, LLC, Rider 9	TILX 328245
21	Frac-Tech Services, LLC, Rider 9	TILX 328246
22	Frac-Tech Services, LLC, Rider 9	TILX 328247
23	Frac-Tech Services, LLC, Rider 9	TILX 328248
24	Frac-Tech Services, LLC, Rider 9	TILX 328249
25	Frac-Tech Services, LLC, Rider 9	TILX 328250
1	International Chemical Company, Rider 3	TILX 135986
2	International Chemical Company, Rider 3	TILX 135987
3	International Chemical Company, Rider 3	TILX 135988
4	International Chemical Company, Rider 3	TILX 135989
5	International Chemical Company, Rider 3	TILX 135990
6	International Chemical Company, Rider 3	TILX 135991
7	International Chemical Company, Rider 3	TILX 135992
8	International Chemical Company, Rider 3	TILX 135993
9	International Chemical Company, Rider 3	TILX 135994
10	International Chemical Company, Rider 3	TILX 135995
11	International Chemical Company, Rider 3	TILX 135996
12	International Chemical Company, Rider 3	TILX 135997
13	International Chemical Company, Rider 3	TILX 135998

14	International Chemical Company, Rider 3	TILX 135999
15	International Chemical Company, Rider 3	TILX 136000
16	International Chemical Company, Rider 3	TILX 136001
17	International Chemical Company, Rider 3	TILX 136002
18	International Chemical Company, Rider 3	TILX 136003
19	International Chemical Company, Rider 3	TILX 136004
20	International Chemical Company, Rider 3	TILX 136005
21	International Chemical Company, Rider 3	TILX 136006
22	International Chemical Company, Rider 3	TILX 136007
23	International Chemical Company, Rider 3	TILX 136008
24	International Chemical Company, Rider 3	TILX 136009
25	International Chemical Company, Rider 3	TILX 136010
26	International Chemical Company, Rider 3	TILX 136011
27	International Chemical Company, Rider 3	TILX 136012
28	International Chemical Company, Rider 3	TILX 136013
29	International Chemical Company, Rider 3	TILX 136014
30	International Chemical Company, Rider 3	TILX 136015
31	International Chemical Company, Rider 3	TILX 136016
32	International Chemical Company, Rider 3	TILX 136017
33	International Chemical Company, Rider 3	TILX 136018
34	International Chemical Company, Rider 3	TILX 136019
35	International Chemical Company, Rider 3	TILX 136020
36	International Chemical Company, Rider 3	TILX 136021
37	International Chemical Company, Rider 3	TILX 136022
38	International Chemical Company, Rider 3	TILX 136023
39	International Chemical Company, Rider 3	TILX 136024
40	International Chemical Company, Rider 3	TILX 136025
41	International Chemical Company, Rider 3	TILX 136026
42	International Chemical Company, Rider 3	TILX 136027
43	International Chemical Company, Rider 3	TILX 136028
44	International Chemical Company, Rider 3	TILX 136029
45	International Chemical Company, Rider 3	TILX 136030
46	International Chemical Company, Rider 3	TILX 136031
47	International Chemical Company, Rider 3	TILX 136032
48	International Chemical Company, Rider 3	TILX 136033
49	International Chemical Company, Rider 3	TILX 136034
50	International Chemical Company, Rider 3	TILX 136035
51	International Chemical Company, Rider 3	TILX 136036
52	International Chemical Company, Rider 3	TILX 136037
53	International Chemical Company, Rider 3	TILX 136038
54	International Chemical Company, Rider 3	TILX 136039
55	International Chemical Company, Rider 3	TILX 136040
56	International Chemical Company, Rider 3	TILX 136041
57	International Chemical Company, Rider 3	TILX 136042
58	International Chemical Company, Rider 3	TILX 136043
59	International Chemical Company, Rider 3	TILX 136044

SCHEDULE A

60	International Chemical Company, Rider 3	TILX 136045
61	International Chemical Company, Rider 3	TILX 136046
62	International Chemical Company, Rider 3	TILX 136047
63	International Chemical Company, Rider 3	TILX 136048
64	International Chemical Company, Rider 3	TILX 136049
65	International Chemical Company, Rider 3	TILX 136050
66	International Chemical Company, Rider 3	TILX 136051
67	International Chemical Company, Rider 3	TILX 136052
68	International Chemical Company, Rider 3	TILX 136053
69	International Chemical Company, Rider 3	TILX 136054
70	International Chemical Company, Rider 3	TILX 136055
71	International Chemical Company, Rider 3	TILX 136056
72	International Chemical Company, Rider 3	TILX 136057
73	International Chemical Company, Rider 3	TILX 136058
74	International Chemical Company, Rider 3	TILX 136059
75	International Chemical Company, Rider 3	TILX 136060
76	International Chemical Company, Rider 3	TILX 136061
77	International Chemical Company, Rider 3	TILX 136062
78	International Chemical Company, Rider 3	TILX 136063
79	International Chemical Company, Rider 3	TILX 136064
80	International Chemical Company, Rider 3	TILX 136065
81	International Chemical Company, Rider 3	TILX 136066
82	International Chemical Company, Rider 3	TILX 136067
83	International Chemical Company, Rider 3	TILX 136068
84	International Chemical Company, Rider 3	TILX 136069
85	International Chemical Company, Rider 3	TILX 136070
86	International Chemical Company, Rider 3	TILX 136071
87	International Chemical Company, Rider 3	TILX 136072
88	International Chemical Company, Rider 3	TILX 136073
89	International Chemical Company, Rider 3	TILX 136074
90	International Chemical Company, Rider 3	TILX 136075
91	International Chemical Company, Rider 3	TILX 136076
92	International Chemical Company, Rider 3	TILX 136077
93	International Chemical Company, Rider 3	TILX 136078
94	International Chemical Company, Rider 3	TILX 136079
95	International Chemical Company, Rider 3	TILX 136080
96	International Chemical Company, Rider 3	TILX 136081
97	International Chemical Company, Rider 3	TILX 136082
98	International Chemical Company, Rider 3	TILX 136083
99	International Chemical Company, Rider 3	TILX 136084
100	International Chemical Company, Rider 3	TILX 136085
101	International Chemical Company, Rider 3	TILX 136086
102	International Chemical Company, Rider 3	TILX 136087
103	International Chemical Company, Rider 3	TILX 136088
104	International Chemical Company, Rider 3	TILX 136089
105	International Chemical Company, Rider 3	TILX 136090



106	International Chemical Company, Rider 3	TILX 136091
107	International Chemical Company, Rider 3	TILX 136092
108	International Chemical Company, Rider 3	TILX 136093
109	International Chemical Company, Rider 3	TILX 136094
110	International Chemical Company, Rider 3	TILX 136095
111	International Chemical Company, Rider 3	TILX 136096
112	International Chemical Company, Rider 3	TILX 136097
113	International Chemical Company, Rider 3	TILX 136098
114	International Chemical Company, Rider 3	TILX 136099
115	International Chemical Company, Rider 3	TILX 136100
116	International Chemical Company, Rider 3	TILX 136101
117	International Chemical Company, Rider 3	TILX 136102
118	International Chemical Company, Rider 3	TILX 136103
119	International Chemical Company, Rider 3	TILX 136104
120	International Chemical Company, Rider 3	TILX 136105
121	International Chemical Company, Rider 3	TILX 136106
122	International Chemical Company, Rider 3	TILX 136107
123	International Chemical Company, Rider 3	TILX 136108
124	International Chemical Company, Rider 3	TILX 136109
125	International Chemical Company, Rider 3	TILX 136110
126	International Chemical Company, Rider 3	TILX 136111
127	International Chemical Company, Rider 3	TILX 136112
128	International Chemical Company, Rider 3	TILX 136113
129	International Chemical Company, Rider 3	TILX 136114
130	International Chemical Company, Rider 3	TILX 136115
131	International Chemical Company, Rider 3	TILX 136116
132	International Chemical Company, Rider 3	TILX 136117
133	International Chemical Company, Rider 3	TILX 136118
134	International Chemical Company, Rider 3	TILX 136119
1	International Chemical Company, Rider 5	TILX 136120
2	International Chemical Company, Rider 5	TILX 136121
3	International Chemical Company, Rider 5	TILX 136122
4	International Chemical Company, Rider 5	TILX 136123
5	International Chemical Company, Rider 5	TILX 136124
6	International Chemical Company, Rider 5	TILX 136125
7	International Chemical Company, Rider 5	TILX 136126
8	International Chemical Company, Rider 5	TILX 136127
9	International Chemical Company, Rider 5	TILX 136128
10	International Chemical Company, Rider 5	TILX 136129
11	International Chemical Company, Rider 5	TILX 136130
12	International Chemical Company, Rider 5	TILX 136131
13	International Chemical Company, Rider 5	TILX 136132
14	International Chemical Company, Rider 5	TILX 136133
15	International Chemical Company, Rider 5	TILX 136134
16	International Chemical Company, Rider 5	TILX 136135

17	International Chemical Company, Rider 5	TILX 136136
18	International Chemical Company, Rider 5	TILX 136137
19	International Chemical Company, Rider 5	TILX 136138
20	International Chemical Company, Rider 5	TILX 136139
21	International Chemical Company, Rider 5	TILX 136140
22	International Chemical Company, Rider 5	TILX 136141
23	International Chemical Company, Rider 5	TILX 136142
24	International Chemical Company, Rider 5	TILX 136143
25	International Chemical Company, Rider 5	TILX 136144
26	International Chemical Company, Rider 5	TILX 136145
27	International Chemical Company, Rider 5	TILX 136146
28	International Chemical Company, Rider 5	TILX 136147
29	International Chemical Company, Rider 5	TILX 136148
30	International Chemical Company, Rider 5	TILX 136149
31	International Chemical Company, Rider 5	TILX 136150
32	International Chemical Company, Rider 5	TILX 136151
33	International Chemical Company, Rider 5	TILX 136152
34	International Chemical Company, Rider 5	TILX 136153
35	International Chemical Company, Rider 5	TILX 136154
36	International Chemical Company, Rider 5	TILX 136155
37	International Chemical Company, Rider 5	TILX 136156
38	International Chemical Company, Rider 5	TILX 136157
39	International Chemical Company, Rider 5	TILX 136158
40	International Chemical Company, Rider 5	TILX 136159
41	International Chemical Company, Rider 5	TILX 136160
42	International Chemical Company, Rider 5	TILX 136161
43	International Chemical Company, Rider 5	TILX 136162
44	International Chemical Company, Rider 5	TILX 136163
45	International Chemical Company, Rider 5	TILX 136164
46	International Chemical Company, Rider 5	TILX 136165
47	International Chemical Company, Rider 5	TILX 136166
48	International Chemical Company, Rider 5	TILX 136167
49	International Chemical Company, Rider 5	TILX 136168
50	International Chemical Company, Rider 5	TILX 136169
1	Mudsmith, Ltd., Rider 1	TILX 5551
2	Mudsmith, Ltd., Rider 1	TILX 5565
3	Mudsmith, Ltd., Rider 1	TILX 5566
4	Mudsmith, Ltd., Rider 1	TILX 5569
5	Mudsmith, Ltd., Rider 1	TILX 5573
6	Mudsmith, Ltd., Rider 1	TILX 5575
7	Mudsmith, Ltd., Rider 1	TILX 5576
8	Mudsmith, Ltd., Rider 1	TILX 5577
9	Mudsmith, Ltd., Rider 1	TILX 5578
10	Mudsmith, Ltd., Rider 1	TILX 5579
11	Mudsmith, Ltd., Rider 1	TILX 5580

SCHEDULE A

12	Mudsmith, Ltd., Rider 1	TILX 5581
13	Mudsmith, Ltd., Rider 1	TILX 5582
14	Mudsmith, Ltd., Rider 1	TILX 5584
15	Mudsmith, Ltd., Rider 1	TILX 5651
16	Mudsmith, Ltd., Rider 1	TILX 5652
17	Mudsmith, Ltd., Rider 1	TILX 5653
18	Mudsmith, Ltd., Rider 1	TILX 5654
19	Mudsmith, Ltd., Rider 1	TILX 5655
20	Mudsmith, Ltd., Rider 1	TILX 5657
21	Mudsmith, Ltd., Rider 1	TILX 5658
22	Mudsmith, Ltd., Rider 1	TILX 5659
23	Mudsmith, Ltd., Rider 1	TILX 5660
24	Mudsmith, Ltd., Rider 1	TILX 5662
25	Mudsmith, Ltd., Rider 1	TILX 5663
26	Mudsmith, Ltd., Rider 1	TILX 5664
27	Mudsmith, Ltd., Rider 1	TILX 5665
28	Mudsmith, Ltd., Rider 1	TILX 5667
29	Mudsmith, Ltd., Rider 1	TILX 5668
30	Mudsmith, Ltd., Rider 1	TILX 5669
1	Roquette America, Inc., Rider 5	TILX 170086
2	Roquette America, Inc., Rider 5	TILX 170087
3	Roquette America, Inc., Rider 5	TILX 170088
4	Roquette America, Inc., Rider 5	TILX 170096
5	Roquette America, Inc., Rider 5	TILX 170100
6	Roquette America, Inc., Rider 5	TILX 170101
7	Roquette America, Inc., Rider 5	TILX 170104
8	Roquette America, Inc., Rider 5	TILX 170202
9	Roquette America, Inc., Rider 5	TILX 170203
10	Roquette America, Inc., Rider 5	TILX 170205
11	Roquette America, Inc., Rider 5	TILX 170206
12	Roquette America, Inc., Rider 5	TILX 170207
13	Roquette America, Inc., Rider 5	TILX 170208
14	Roquette America, Inc., Rider 5	TILX 170209
15	Roquette America, Inc., Rider 5	TILX 170210
16	Roquette America, Inc., Rider 5	TILX 170211
17	Roquette America, Inc., Rider 5	TILX 170212
18	Roquette America, Inc., Rider 5	TILX 170213
19	Roquette America, Inc., Rider 5	TILX 170215
20	Roquette America, Inc., Rider 5	TILX 170216
21	Roquette America, Inc., Rider 5	TILX 170217
22	Roquette America, Inc., Rider 5	TILX 170218
23	Roquette America, Inc., Rider 5	TILX 170219
24	Roquette America, Inc., Rider 5	TILX 170220
25	Roquette America, Inc., Rider 5	TILX 170222
26	Roquette America, Inc., Rider 5	TILX 170224

SCHEDULE A

27	Roquette America, Inc., Rider 5	TILX 170226
28	Roquette America, Inc., Rider 5	TILX 170227
29	Roquette America, Inc., Rider 5	TILX 170228
30	Roquette America, Inc., Rider 5	TILX 170229
31	Roquette America, Inc., Rider 5	TILX 170230
32	Roquette America, Inc., Rider 5	TILX 170231
33	Roquette America, Inc., Rider 5	TILX 170232
34	Roquette America, Inc., Rider 5	TILX 170233
35	Roquette America, Inc., Rider 5	TILX 170234
36	Roquette America, Inc., Rider 5	TILX 170235
37	Roquette America, Inc., Rider 5	TILX 170236
38	Roquette America, Inc., Rider 5	TILX 170237
39	Roquette America, Inc., Rider 5	TILX 170238
40	Roquette America, Inc., Rider 5	TILX 170239
41	Roquette America, Inc., Rider 5	TILX 170240
42	Roquette America, Inc., Rider 5	TILX 170241
43	Roquette America, Inc., Rider 5	TILX 170242
44	Roquette America, Inc., Rider 5	TILX 170243
45	Roquette America, Inc., Rider 5	TILX 170244
46	Roquette America, Inc., Rider 5	TILX 170245
47	Roquette America, Inc., Rider 5	TILX 170247
48	Roquette America, Inc., Rider 5	TILX 170248
49	Roquette America, Inc., Rider 5	TILX 170249
1	SixOne Enterprises Inc., Rider 1	TILX 190053
2	SixOne Enterprises Inc., Rider 1	TILX 190054
3	SixOne Enterprises Inc., Rider 1	TILX 190056
4	SixOne Enterprises Inc., Rider 1	TILX 190057
5	SixOne Enterprises Inc., Rider 1	TILX 190060
6	SixOne Enterprises Inc., Rider 1	TILX 190062
7	SixOne Enterprises Inc., Rider 1	TILX 190063
8	SixOne Enterprises Inc., Rider 1	TILX 190064
9	SixOne Enterprises Inc., Rider 1	TILX 190079
10	SixOne Enterprises Inc., Rider 1	TILX 190081
1	US Silica Company, Rider 2	TILX 33680
2	US Silica Company, Rider 2	TILX 33681
3	US Silica Company, Rider 2	TILX 33682
4	US Silica Company, Rider 2	TILX 33683
5	US Silica Company, Rider 2	TILX 33684
6	US Silica Company, Rider 2	TILX 33685
7	US Silica Company, Rider 2	TILX 33686
8	US Silica Company, Rider 2	TILX 33687
9	US Silica Company, Rider 2	TILX 33688
10	US Silica Company, Rider 2	TILX 33689
11	US Silica Company, Rider 2	TILX 33690

SCHEDULE A

12	US Silica Company, Rider 2	TILX 33691
13	US Silica Company, Rider 2	TILX 33692
14	US Silica Company, Rider 2	TILX 33693
15	US Silica Company, Rider 2	TILX 33694
16	US Silica Company, Rider 2	TILX 33695
17	US Silica Company, Rider 2	TILX 33696
18	US Silica Company, Rider 2	TILX 33697
19	US Silica Company, Rider 2	TILX 33698
20	US Silica Company, Rider 2	TILX 33699
21	US Silica Company, Rider 2	TILX 33700
22	US Silica Company, Rider 2	TILX 33701
23	US Silica Company, Rider 2	TILX 33702
24	US Silica Company, Rider 2	TILX 33703
25	US Silica Company, Rider 2	TILX 33704
26	US Silica Company, Rider 2	TILX 33705
27	US Silica Company, Rider 2	TILX 33706
28	US Silica Company, Rider 2	TILX 33707
29	US Silica Company, Rider 2	TILX 33708
30	US Silica Company, Rider 2	TILX 33709
31	US Silica Company, Rider 2	TILX 33710
32	US Silica Company, Rider 2	TILX 33711
33	US Silica Company, Rider 2	TILX 33712
34	US Silica Company, Rider 2	TILX 33713
35	US Silica Company, Rider 2	TILX 33714
36	US Silica Company, Rider 2	TILX 33715
37	US Silica Company, Rider 2	TILX 33716
38	US Silica Company, Rider 2	TILX 33717
39	US Silica Company, Rider 2	TILX 33718
40	US Silica Company, Rider 2	TILX 33719
41	US Silica Company, Rider 2	TILX 33720
42	US Silica Company, Rider 2	TILX 33721
43	US Silica Company, Rider 2	TILX 33722
44	US Silica Company, Rider 2	TILX 33723
45	US Silica Company, Rider 2	TILX 33724
46	US Silica Company, Rider 2	TILX 33725
47	US Silica Company, Rider 2	TILX 33726
48	US Silica Company, Rider 2	TILX 33727
49	US Silica Company, Rider 2	TILX 33728
50	US Silica Company, Rider 2	TILX 33729

**SCHEDULE B  
TO THE  
MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1**

**ADDITIONAL LEASES**

1. Twenty-five (25) units as identified on Exhibit A hereto and leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity Industries Leasing Company and Frac Tech Services, LLC.

2. One Hundred Thirty-Four (134) units as identified on Exhibit A hereto and leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

3. Fifty (50) units as identified on Exhibit A hereto and leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated April 10, 2003 between Trinity Industries Leasing Company and International Chemical Company.

4. Thirty (30) units as identified on Exhibit A hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 26, 2010 between Trinity Industries Leasing Company and Mudsmith, Ltd.

5. Forty-Nine (49) units as identified on Exhibit A hereto and leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated May 21, 1984 between Trinity Industries Leasing Company and Roquette America, Inc. (formerly Hubinger Company).

6. Ten (10) units as identified on Exhibit A hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 11, 2006 between Trinity Industries Leasing Company and SixOne Enterprises Inc.

7. Fifty (50) units as identified on Exhibit A hereto and leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of August 20, 2009 between Trinity Industries Leasing Company and U.S. Silica Company.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/30/11

Edward M Luria  
Edward M Luria